

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In re:

American Bancorporation,

Debtor.

Bky. Case No. 14-31882 (KAC)

Chapter 11

**UNSWORN DECLARATION OF JEFFREY D. SMITH
IN SUPPORT OF DEBTOR'S MOTION FOR SALE OF ASSETS**

Jeffrey Smith, under penalty of perjury, states as follows:

1. I am an attorney with the law firm of Lindquist & Vennum LLP, which represents American Bancorporation (the "Debtor") in the above-captioned bankruptcy case. I make this unsworn declaration in support of the Debtor's Motion for Entry of (I) an Order (A) Approving Sale and Auction Procedures; (B) Approving Bidding Protections for Stalking-Horse Bidder; (C) Approving Procedures Related to Assumption and Assignment of Executory Contracts; and (D) Approving Form and Manner of Notice; and (II) an Order (A) Authorizing Sale of Assets Free and Clear of Liens, Claims, Encumbrances and Other Interests; and (B) Granting Related Relief that was filed on October 21, 2014 [Dkt. No. 42] (the "Sale Motion").

2. As indicated in the Certificates of Service filed with the Court, notice of the relief requested in the Sale Motion has been afforded to all interested persons (as defined in section 101(41) of the Bankruptcy Code) and entities (as defined in section

101(15) of the Bankruptcy Code), including without limitation: (i) all entities reasonably known to the Debtor or Carl Marks Securities, LLC to have expressed an interest in a transaction with respect to the Debtor or the Sale; (ii) any entities known to have asserted any lien, claim and encumbrance in or upon the Debtor's assets; (iii) all federal, state and local regulatory or taxing authorities which have a reasonably known interest in the relief requested by the Sale Motion, including the Federal Deposit Insurance Company, the Board of Governors of the Federal Reserve System and the Minnesota Department of Commerce, Division of Financial Institutions; (iv) the Office of the United States Trustee; (v) the Internal Revenue Service; (vii) all persons and entities that have requested notice in accordance with Bankruptcy Rule 2002; (viii) all other known creditors of the Debtor; and (ix) all shareholders of the Debtor. *See* Dkt. Nos. 42, 48, 50, 51, 53, and 59.

DATED: December 19, 2014

LINDQUIST & VENNUM LLP

By: /e/ Jeffrey D. Smith

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**ATTORNEYS FOR
AMERICAN BANCORPORATION**

**UNITED STATES BANKRUPTCY COURT
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CERTIFICATE OF SERVICE

Nicole Bucher, of the City of St. Paul, County of Ramsey, State of Minnesota, states that on December 19, 2014 she served the following document:

1. Unsworn Declaration of Jeffrey D. Smith in Support of Debtor's Motion for Sale of Assets (Docket No. 42),

upon:

Alesco Preferred Funding II, Ltd.
Cohen & Company Financial Management
LLC
c/o Peter Addei
Circa Centre, 2929 Arch Street
17th Floor
Philadelphia, PA 19104

via U.S. Mail to the address listed above and electronically by Notice of Electronic Filing upon all parties who have requested service in this case by filing the same via ECF with the Bankruptcy Court in the District of Minnesota..

/e/ Nicole Bucher
Nicole M. Bucher